

PERUVIAN INCA ORCHID CLUB OF THE UNITED STATES CONSTITUTION

ARTICLE I

Name & Objectives

Section 1. The name of the club shall be called the Peruvian Inca Orchid Club of the United States (PIOCUS).

Section 2. The objectives of the club shall be:

- ☉ To encourage and promote the responsible breeding of purebred Peruvian Inca Orchids (PIO, Peruvian Hairless, Perro sin Pelo del Peru) to bring their natural qualities to perfection in accordance with the breed Standard.
- ☉ To urge members and breeders to accept the Standard of the breed as approved by the American Kennel Club (AKC) as the only Standard of Excellence by which the Peruvian Inca Orchid shall be judged.
- ☉ To encourage the organization of independent local Peruvian Inca Orchid Club, in those locales where there are sufficient fanciers of the breed, to meet the requirements of the American Kennel Club.
- ☉ To do all in our power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows, field events, obedience trials, and other events under the rules of the American Kennel Club.
- ☉ To conduct sanctioned matches, specialty shows, obedience trials and other events.
- ☉ To produce, publish and distribute, to members and the public, educational materials about the breed.

Section 3. The Club shall not be conducted or operated for profit and no part of any profits or remained residue from dues or donations to the Club shall inure to the benefit of any individual or member.

Section 4. The members of the Club may from time to time revise such By-Laws as may be required to carry out these objectives.

PIOCUS BYLAWS

ARTICLE I

Membership

Section 1. Eligibility: There shall be four types of membership to the PIOCUS: Individual, Family, Associate and Junior. Membership is open to all who are in good standing with the PIOCUS and the AKC and who subscribe to the purpose of this Club.

Individual Membership: Individual membership is open to all people eighteen years and older who are in good standing with PIOCUS and the AKC and who subscribe with the purpose of the Club.

Family Membership: Family memberships are open to family members residing at the same address who are in good standing of the PIOCUS and the AKC and who subscribe with the purpose of the Club. Individuals residing at that address who are under eighteen years of age may not vote in Club elections or hold office.

Associate Membership: Associate membership is open to all persons over the age of eighteen years of age who live outside the USA or do not own a PIO. Dues for an Associate membership shall be less than the dues of an Individual membership. They may not vote in Club elections or hold office.

Junior Membership: Junior membership is for individuals over the age of ten and under the age of eighteen who wish to learn and become active in the breed. Dues for Junior membership shall be less than an Individual membership. Junior members may not vote in Club elections or hold office.

Section 2. Dues:

- ☉ Membership dues shall be as determined by the Board of Directors (the Board, BOD), but may not exceed \$50 per year. Dues are payable by the 31st day of January of each year. No member may vote whose dues are not paid for the current year. During the month of November, the Treasurer shall send to each member a statement of dues for the ensuing year either by email or mail.
- ☉ Dues for an Individual Membership: The dues for an Individual membership shall be \$10 and shall not be increased more than a maximum of \$5 a year. Dues will not exceed \$40.
- ☉ Dues for a Family Membership: The dues for a Family membership shall be \$15 and shall not be increased more than a maximum of \$5 a year. Dues will not exceed \$50.
- ☉ Dues for an Associate Membership: The dues for an Associate membership shall be \$5 and shall not be increased more than \$5 a year. Dues will not exceed \$40 a year.
- ☉ Dues for a Junior Membership: The dues for a Junior membership shall be \$5 and will

not be increased more than \$5 a year. Dues will not exceed \$40 a year.

- ☉ Members having their application approved in November or December and have paid their dues shall be considered fully paid members for the following year.

Section 3. Election of Membership: Each applicant for membership shall apply on a form approved by the BOD in which the applicant agrees to abide by the Constitution and By-Laws and the Code-of-Ethics of the Club and the rules of the AKC. The application will state the name, address, phone number, email address, occupation and the endorsement of one PIOCUS member in good standing.

Applicants may be elected at any meeting of the BOD or by written vote of the directors by email or mail. It requires an affirmative vote of 2/3 of the BOD for an applicant to be confirmed.

An application that has received a negative vote by the BOD may be presented by the applicant's endorser at the next Annual Meeting of the Club and the Club may elect such applicant by a favorable vote of 75% of the members present.

Section 4. Termination of Membership:

- ☉ By Resignation: Any member in good standing may resign from the Club upon written notice to the Corresponding Secretary; but no member may resign when indebted to the Club.
- ☉ By Lapsing: A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid thirty days after January 31st. The Board may grant an additional 30 days of grace to such delinquent members in meritorious cases. In no case may any member be entitled to vote at any Club meeting whose dues are unpaid as of the date of the meeting.
- ☉ By Expulsion: A membership may be terminated by expulsion as provided in Article VI of the By-Laws.

ARTICLE II

Meetings

Section 1. Annual Meeting: The Annual Meeting of the Club shall be held between May 1st and June 30th. These meetings will be held with the Club's National Specialty Show, if possible, at a place, date and hour designated by the BOD. Written notice of the Annual Meeting shall be mailed to each member via mail (if a member does not have email) or email 30 days in advance. The quorum of the meeting shall be 10% of the members in good standing. If the Annual Meeting cannot be held with the National Specialty the BOD can arrange for an Annual Meeting open to the complete membership via conference call. The quorum for the Annual Meeting via conference call will still be 10% of the members in good standing.

Section 2. Additional membership meetings may be held in conjunction with each of the Club's Specialty Shows if practicable, at a place, date and hour designated by the BOD. Written notice

of the meeting shall be mailed or emailed by the Recording Secretary or Corresponding Secretary to the membership thirty days prior to the date of the meeting. The quorum for such meetings shall be 10% of the members in good standing.

Section 3. Special Club Meetings: Special Club meetings may be called by the President or by the majority vote by the members of the Board who are present at a meeting of the Board or via a vote by mail or conference call. The Recording Secretary or Corresponding Secretary upon receipt of the petition signed by 10% of the members of the Club who are in good standing can call a special meeting. Such meetings shall be held at such a place, date and hour as is designated by the President. This meeting may be held via conference call. The Recording Secretary or Corresponding Secretary shall notify the membership of this meeting via mail or email thirty (30) days in advance of the meeting. The quorum of this meeting shall be 25% of the members in good standing.

Section 4. Board Meetings: The first meeting of the Board shall be held immediately following the Annual Meeting and Election. Other meetings of the BOD shall be held at such places and time as are designated by the President or by majority of the entire Board. Notice for the meetings shall be sent by mail or via email seven (7) days prior to the date of the meeting. The quorum for a Board meeting shall be a majority of the Board.

Section 5. Communications: The BOD may conduct its business via mail, email, fax or telephone conference calls through the Recording Secretary or Corresponding Secretary.

ARTICLE III

Directors and Officers

Section 1. Board of Directors: The Board shall be comprised of President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, and four other members of good standing who are residents of the United States. They shall be elected to a two year term at the Club's Annual Meeting as provided in Article IV and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the BOD. Each member of the BOD shall have the unqualified right to access the books, records, and files of the Club.

Section 2. Club Officers: President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

- ☉ The President shall preside at all meetings of the Club and of the Board, and shall have duties and powers normally appurtenant to the office of the President in addition to those particularly specified in these By-Laws.
- ☉ The Vice-President shall have the duties and exercise the powers of President in case of the President's death, absence or incapacity.
- ☉ C. The Recording Secretary shall keep a record of all meetings of the Club and of the Board, of all votes taken by mail, and of all matters of record.
- ☉ D. The Corresponding Secretary shall have charge of the correspondence; notify

newly elected applicants of their membership, furnish them with a copy of the Club's Constitution, By-Laws and Breed Standard; notify Officers and Directors of their election to office; keep a roll of members of the Club with their addresses; once a year furnish members with a list of membership; issue notices to all meetings; and carry out such duties as prescribed in these By-Laws.

- ⊕ E. The Treasurer shall collect and receive all money due or belonging to the Club and shall deposit the same in the bank approved by the Board in the name of the Club. The books shall at all times be open to inspection of the Board and a report shall be made to the Board of the Club's finances including receipts and payments not previously reported. At the Annual Meeting he/she shall render an account of all money received and expended during the previous fiscal year. The Treasurer may be bonded in such amount as the BOD shall determine.

Section 3. Vacancies: Any vacancies occurring on the Board or among Officers during the year, with the exception of President, shall be filled until the next election by a majority vote of all the then members of the Board. A vacancy of the office of President which shall be filled automatically by the Vice-President; the resulting vacancy in the office of the Vice-President shall be filled by the Board.

Section 4. Removal: Any Officer or Board member may be removed from office for cause at a special meeting of the membership called for that purpose at which not less than twenty five (25%) percent of the membership is present and voting. The vote at such meeting shall be by written secret ballot.

Section 5. Delegate or Liaison to the AKC: The Delegate or Liaison to The AKC shall be appointed by the Board for a two-year term. The Delegate or Liaison may be an Officer or Director of the Club.

Duties of the Delegate or Liaison: The Delegate to the AKC, when appointed in accordance with these By-Laws and approved by the AKC, shall represent the Club at meetings of the Delegates to the AKC, voting his/her conscience unless otherwise instructed by the Board or by the membership. A report will be furnished to the Board after each Delegate's meeting. The Liaison will work with AKC Foundation Stock Services (FSS) to develop the Club in a manner acceptable to the AKC for full membership so we may become a full American Kennel Club Breed Club for the Peruvian Inca Orchid. At that time the Liaison position will change to a Delegate position.

ARTICLE IV

The Club Year, Voting, Nominations, and Elections

Section 1. Club Year: The Club's fiscal year shall begin the 1st day of June and end on the 31st of May. The Club's official year shall begin immediately at the conclusion of the election at the Annual Meeting. The elected Officers and Directors shall take office immediately upon conclusion of the Annual Meeting and each retiring Officer shall turn over to his/her successor in office all properties and records relating to that office within 30 days after the election.

Section 2. Voting: At the Annual Meeting, or at a special meeting of the Club, voting shall be

limited to those members in good standing who are present at the meeting (which may be held via conference call). Voting by proxy shall not be permitted. The BOD may decide to submit other specific questions for decisions by the members by written ballot cast by mail.

Section 3. Annual Election: At the Annual Meeting for the election of Officers and Directors, the vote shall be conducted by ballot only when more than one person is nominated for a particular office or when more than four directors provisions set forth in ARTICLE IV, Section 4, have been executed in proper form. Ballots to be valid must be received by the Recording Secretary (or independent professional firm designated by the Board) fourteen (14) days prior to the Annual Meeting. Ballots shall be counted by two (2) inspectors of election who are members in good standing chosen by members present at the meeting; neither can be members of the current Board nor candidates on the ballot. If the meeting is to be held via conference call the Board shall designate two members in good standing to count the ballots or designate an independent professional firm to count the ballot. The person receiving the largest number of votes for each position shall be declared elected. If any nominee, at the time of the Annual Meeting is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new BOD, in a manner provided in Article III, section 3.

Section 4. Nominations and Ballots: No person can be a candidate in a Club election who has not been nominated in accordance with these By-Laws. A Nominating Committee shall be chosen by the BOD before January 15th. The Committee shall consist of three (3) members from different areas of the USA and one (1) alternate; all members must be in good standing and no more than one (1) of whom shall be a member of the current BOD. The Board shall name a Chairman for the Committee. The Nominating Committee shall conduct their business by mail, email or conference call.

The Nominating Committee shall nominate among the eligible members of the Club, one (1) candidate for each office and for each other position on the BOD and shall procure the acceptance of each nominee so chosen. The Committee should consider geographical representation of the membership on the Board to the extent that it is practicable to do so. The Committee shall then submit the slate of candidates to the Recording Secretary who shall mail a list, including the full name of each candidate and the name of the state in which he/she resides, to each member of the Club on or before February 15th, so that additional nominations may be made by the members if they so desire.

Additional nominations of eligible members may be made by written petition addressed to the Recording Secretary and received at his/her regular address on or before March 30th, signed by ten percent (10%) of the membership, and accompanied by the written acceptance of each such additional nominee signifying his/her willingness to be a candidate. No person shall be a candidate for more than one (1) position and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee. No person who serves on a Board of Directors of another Peruvian Inca Orchid breed club can serve on the Board of Directors of this Club.

If no valid additional nominations are received by the Recording Secretary on or before March 30th, the Nominating Committee's slate shall be declared elected at the time of the Annual Meeting, and no balloting will be required.

If one or more valid additional nominations are received by the Recording Secretary on or before March 30th, he/she shall, on or before April 10th, mail each member in good standing a ballot listing all the nominees for each position; names will be listed in alphabetical order and will include the state in which they reside. Also included will be a blank envelope and a return envelope addressed to the Recording Secretary (or designated professional firm) marked "Ballot" and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after marking his/her ballot, shall seal it in the blank envelope, which in turn shall be placed in the second envelope addressed to the Recording Secretary (or designated professional firm). The Recording Secretary (or designated professional firm) who shall check the returns against the list of members whose dues are paid up for the current year prior to opening the outer envelopes and removing the blank envelopes, then shall certify the eligibility of the voters as well as the results of the voting at the Annual Meeting.

Nominations cannot be made at the Annual Meeting or in any other manner than is provided above.

ARTICLE V

Committees

Section 1. The Board may each year appoint standing committees to advance the work of the Club in such a matters as dog shows, obedience trials, trophies, annual awards, rescue, membership and other functions which may be well served by committees. Such committees may also be appointed by the Board to aid with particular projects.

Section 2. Notification of appointment to a standing committee shall be mailed or emailed by the Corresponding Secretary and the acceptance received as soon as practicable following the appointment. Any person failing to accept the appointment or perform the required duties may be terminated and a successor appointed by the BOD.

ARTICLES VI

Discipline

Section 1. American Kennel Club Suspension: Any member who is suspended from privileges of the AKC shall be suspended from privileges of this Club for a like period.

Section 2. Charges: Any member may prefer charges against another member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Recording Secretary, together with a deposit of seventy-five dollars (\$75), which shall be forfeited if such charges are not sustained by the Board or Committee following the hearing. The Recording Secretary shall promptly send a copy of the charges to each member of the Board and present them at a Board Meeting; the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interest of the Club or breed. If the Board considers that the charges do not allege conduct which is prejudicial to the best interests of the Club or breed, then it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board or Committee of not less than three members of the Board, not

less than three (3) weeks and no more than six (6) weeks thereafter. The Recording Secretary shall promptly send one (1) copy of the charges to the accused member by certified mail together with a notice of the hearing and an assurance that the defendant may personally appear (either in person or via conference call) and bring witnesses if he/she wishes (either in person or via conference call).

Prejudicial misconduct toward the Club must be of a serious nature that by its nature can cause harm to the Club. Charges should never be preferred because of a member's point of view or due to differences in opinion outside the Club. Charges of misconduct will be heard and not limited to the following: violation of the Club's Code-of-Ethics policy, fraudulent breeding practices, neglect, dumping of dogs and theft.

Section 3. Board Hearing: The Board or Committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by the complainant and defendant, the Board or Committee may by a majority vote of those present suspend the defendant from all privileges of the Club for not more than six (6) months. If the Board or Committee deems the punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his/her fellow members at the ensuing Club meeting which considers the recommendation of the Board or Committee. Immediately after the Board or Committee has reached a decision, its findings shall be put into written form and filed with the Recording Secretary. The Recording Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

Section 4. Expulsion: Expulsion of a member from the Club may be accomplished only at the Annual Meeting of the Club following a hearing and upon the recommendation of the Board or Committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing on his/her behalf though no evidence shall be taken at this meeting. The President shall read the charges, findings and recommendations and shall invite the defendant, if present, to speak on his/her own behalf. The meeting shall then vote on the proposed expulsion. A 2/3rds vote of those present and voting at the Annual Meeting shall be necessary for expulsion. If expulsion is not so voted the suspension shall stand.

ARTICLE VII

Amendments

Section 1. Amendments to the Constitution and By-Laws and the Breed Standard may be proposed by the BOD or by written petition addressed to the Recording Secretary signed by twenty-five percent (25%) of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the BOD and must be submitted to the members with recommendations of the Board by the Recording Secretary for a vote within three (3) months of the date when the petition was received by the Recording Secretary.

Section 2. The Constitution and By-Laws and the Breed Standard may be amended at any time provided a copy of the proposed amendment has been mailed by the Recording Secretary to each

member in good standing (on the date of the mailing), accompanied by a ballot on which he/she may indicate their choice for or against the action to be taken. The notice shall specify a date not less than thirty (30) days after the date of the mailing, by which date the ballots must be returned to the Recording Secretary to be counted. The favorable vote of 2/3rd of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

ARTICLE VIII

Dissolution

Section 1. The Club may be dissolved at any time by written consent of not less than 2/3rds vote of its members. In the event of the dissolution of the Club, whether voluntary, involuntary, or by operation of law, none of the property of the Club shall be distributed to any members of the Club; after payment of debts of the Club, its property and assets shall be given to a charitable organization for the benefits of the dogs selected by the Board of Directors.